

FITZGERALD KEVIN G

Form 4

February 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZGERALD KEVIN G

(Last) (First) (Middle)

200 PEACH STREET, P. O. BOX
7000

(Street)

EL DORADO, AR 71731-7000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MURPHY OIL CORP /DE [MUR]

3. Date of Earliest Transaction
(Month/Day/Year)

02/01/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock					4,564		D
Common Stock					584 ⁽¹⁾		I Trustee of Company Thrift Plan
Common Stock	02/01/2005		A		2,500 ⁽²⁾	A \$ 0	3,500 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (3)	\$ 28.4844					02/01/2002	02/01/2010	Common Stock 7,500
Stock Option (3)	\$ 28.4844					02/01/2003	02/01/2010	Common Stock 7,500
Stock Option (3)	\$ 30.83					02/06/2003	02/06/2011	Common Stock 8,500
Stock Option (3)	\$ 30.83					02/06/2004	02/06/2011	Common Stock 8,500
Stock Option (3)	\$ 38.8525					02/05/2004	02/05/2012	Common Stock 10,000
Stock Option (3)	\$ 38.8525					02/05/2005	02/05/2012	Common Stock 10,000
Stock Option (3)	\$ 42.34					02/04/2005	02/04/2013	Common Stock 8,750
Stock Option (3)	\$ 42.34					02/04/2006	02/04/2013	Common Stock 8,750
Stock Option (3)	\$ 60.59					02/03/2006	02/03/2011	Common Stock 5,000
Stock Option	\$ 60.59					02/03/2007	02/03/2011	Common Stock 5,000

(3)

Stock									
Option	\$ 90.455	02/01/2005		A	3,750	02/01/2007	02/01/2012	Common Stock	3,750

(3)

Stock									
Option	\$ 90.455	02/01/2005		A	3,750	02/01/2008	02/01/2012	Common Stock	3,750

(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD KEVIN G 200 PEACH STREET P. O. BOX 7000 EL DORADO, AR 71731-7000			Treasurer	

Signatures

Kevin G. Fitzgerald	02/03/2005
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__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Number of shares owned as of December 31, 2004.

(2) Restricted Stock issued pursuant to the Murphy 1992 Stock Incentive Plan. Reporting person has voting and dividend rights only.

(3) Employee Stock Option granted under Murphy 1992 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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